

ATTORNEY GENERAL OF MISSOURI

JEFFERSON CITY  
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JEREMIAH W. (JAY) NIXON  
ATTORNEY GENERAL

P.O. Box 899  
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December 4, 2002

Charles German  
Rouse Hendricks German May  
1010 Walnut, Suite 400  
Kansas City, MO 64106

**RE: Health Midwest v. Nixon – change of venue**

Dear Charley,

The Attorney General believes that any litigation concerning Health Midwest's sale of its assets should occur in Jackson County. Having the case heard in Jackson County would provide the public with access to the court proceedings and would facilitate participation of community groups that wish to be heard as amici. Because Health Midwest filed the litigation in Cole County, it is very difficult for interested parties to observe the proceedings or to participate.

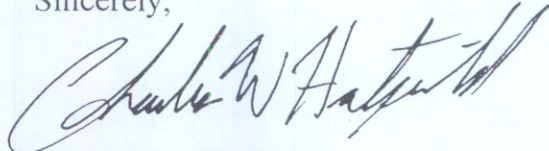
In recent public statements, Health Midwest has put great stock in its role as a "good corporate citizen" of Kansas City. Dick Brown has said that Health Midwest is not seeking to slow or stop the process of public comments and public participation in the review of the sale. He has said that Health Midwest only seeks clarification and guidance from the courts as to the corporation's obligations. In light of Health Midwest's position, we are sure you agree that clarification and guidance could come from the Circuit Court of Jackson County just as easily as it could come from the Circuit Court of Cole County. Moreover, Jackson and Cole Counties are both in the Western District Court of Appeals, which will decide the legal issues in this case.



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Therefore, we request that Health Midwest take all steps necessary to move this litigation to Kansas City. We will consent to such transfer and view your moving this case to Kansas City as a sign of the good faith your clients profess but have not shown of late.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles W. Hatfield". The signature is fluid and cursive, with a large initial "C" and a stylized "H".

Charles W. Hatfield  
Counsel to the Attorney General

cc: ✓ Paul Wilson  
Tracy McGinnis  
Jim Deutsch